



1999 Amendment

State of New Jersey

Christine Todd Whitman
Governor

Department of Environmental Protection

Robert C. Shinn, Jr.
CommissionerIN THE MATTER OF THE
INGERSOLL-RAND COMPANY
NJD002395382
AND
INGERSOLL-RAND COMPANY
RESPONDENTADMINISTRATIVE
CONSENT ORDER
AMENDMENT

This Administrative Consent Order Amendment is issued pursuant to the authority vested in the Commissioner of the New Jersey Department of Environmental Protection (hereinafter "the Department" or "NJDEP") by N.J.S.A. 13:1D-1 et seq., and N.J.S.A. 58:10B-1 et seq., and the Water Pollution Control Act, N.J.S.A. 58:10A-1 et seq., the Solid Waste Management Act, N.J.S.A. 13:1E-1 et seq., and the Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 et seq. and duly delegated to the Assistant Director, Division of Responsible Party Site Remediation pursuant to N.J.S.A. 13:1B-4.

1. The Ingersoll-Rand Site (hereinafter known as "the Site") is located at 942 Memorial Parkway, Borough Phillipsburg, County of Warren. The Site is further known as Block 12, Lot 3 on the tax maps of the Borough of Phillipsburg and consists of 343 acres. 161 acres of the total of 343 acres is leased as farmland. The operator of the Site is Ingersoll-Dresser Pump Company, which is 51% owned by Ingersoll-Rand and 49% owned by Dresser Industries, Inc. as a Joint Venture. Ingersoll-Rand Company and Dresser Industries, Inc. own the property. Ingersoll-Rand owns 51% of the real property and Dresser Industries, Inc. owns 49% of the real property as tenants in common.

2. Ingersoll-Rand Company, (hereinafter "Ingersoll-Rand") is a New Jersey corporation with its corporate headquarters located at 200 Chestnut Ridge Road, Woodcliff Lake, New Jersey and is the party entering into this Administrative Consent Order Amendment.

3. The Department and Ingersoll-Rand entered into an Administrative Consent Order effective March 31, 1994 (hereinafter "Ingersoll-Rand ACO") to conduct a remedial investigation and implement a remedial action at 942 Memorial Parkway, also known as Block 12, Lot 3, on the tax maps of the Borough of Phillipsburg, County of Warren.

4. On December 15, 1999, Ingersoll-Rand notified the Department that Ingersoll-Rand and its co-venturer Dresser Industries, Inc (hereinafter known as "Dresser") proposes to undo their joint venture as referenced in Paragraph 1 above. Specifically, Dresser[®] will convey Dresser's 49 % share of the joint venture to a wholly owned subsidiary of Ingersoll-Rand. Thus, upon completion of the transaction, Ingersoll-Rand will own 51% of the joint venture, which will be known as Ingersoll Dresser Pump Company (hereinafter known as "IDP"), and the wholly owned subsidiary will own 49% of IDP. In addition the real property at the site will be transferred. In this transaction, Dresser[®] will convey its

*or a wholly owned subsidiary of Halliburton Company, Dresser's parent company,

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49% interest to Ingersoll-Rand. Therefore, upon completion of the transaction, Ingersoll-Rand will own 100% of the real property.

5. This Administrative Consent Order Amendment is entered into by Ingersoll-Rand in order to include the above referenced Industrial Site Recovery Act (hereinafter known as ISRA) triggering events to be included in the Ingersoll-Rand ACO.

6. The provisions of this Administrative Consent Order Amendment shall become part of the Ingersoll-Rand ACO. The Ingersoll-Rand ACO as amended, shall remain in full force and effect and Ingersoll-Rand shall continue to comply with the Ingersoll-Rand ACO.

7. This Administrative Consent Order Amendment shall be fully enforceable in the New Jersey Superior Court having jurisdiction over the subject matter and signatory party upon the filing of a summary action for compliance pursuant to the Spill Compensation and Control Act N.J.S.A. 58:10-23.11 et seq. This Administrative Consent Order Amendment may be enforced in the same manner as an Administrative Consent Order issued by the Department pursuant to other statutory authority and should not preclude the Department from taking whatever action it deems appropriate to enforce the environmental protection laws of the State of New Jersey.

8. The Department reserves the right to require Ingersoll-Rand to take or arrange for the taking of any and all additional measures at the Site if the Department determines that such actions is necessary to protect human health or the environment.

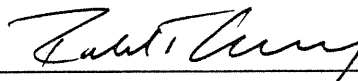
9. Except as otherwise stated herein, by the execution of this Administrative Consent Order Amendment, the Department does not release any person from any liabilities or obligations such person may have pursuant to any other applicable authority, nor does the Department waive any of its rights or remedies pursuant thereto.

10. This Administrative Consent Order Amendment shall be effective upon the execution of this Administrative Consent Order Amendment by the Department and Ingersoll-Rand. Ingersoll-Rand shall return both executed Administrative Consent Order Amendments to the Department for execution.

NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION

Date: 12/17/99

By: _____



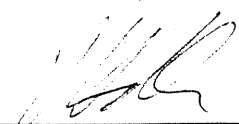
Ronald T. Corcoran, Assistant Director
Responsible Party Cleanup Element

ACKNOWLEDGEMENT OF SIGNATURE

I swear that on the 17 day of December, 1999 and in my presence Ronald T. Corcory did affix his signature to this Administrative Consent Order.

Mary Ann Hernan
Signature of Notary/Seal

INGERSOLL-RAND COMPANY

Date: 12/22/99 By: 
Signature

R. G. HELLER
Print Full Name Signed Above
SECRETARY

Title

Sworn to before me this 22nd day of December 1999.

James D. Ray
Notary
Attorney at Law
State of New Jersey